

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL

BEFORE THE ILLINOIS COMMERCE COMMISSION

Docket No. 00-0305

OMNIPLEX COMMUNICATIONS GROUP, LLC

Application for a Certificate of Local)
Exchange Authority to Operate as a)
Facilities-based Provider of Local)
Exchange, Interexchange and Wireless)
Telecommunications services in the)
State of Illinois)

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

ILLINOIS
COMMERCE COMMISSION
APR 21 10 56 AM '00
CHIEF CLERK'S OFFICE

GENERAL

1. Name, address and telephone number of applicant:

Omniplex Communications Group, LLC
707 Spirit 40 Park Drive
Suite 120
Chesterfield, MO 63005
(636) 537-6730

FEIN #: 43-1762285

The applicant will be providing service under the name "Omniplex Communications Group, LLC."

2. Omniplex Communications Group, LLC, is currently authorized under Sections 13-403 & 404 of the Illinois Public Utilities Act to operate as a reseller of local exchange, interexchange, and wireless telecommunications services within the State of Illinois. Authorization pursuant to Sections 13-404 & 405 of the Illinois Public Utilities Act is now requested to provide facilities-based local exchange service using unbundled network elements of incumbent local exchange carriers.

3. Request for waivers/variances:

 X Part 710 X Part 735 X Section 735.180 Other

4. Applicant will provide local exchange service only in those exchanges in Illinois served by Illinois Bell Telephone Company, GTE North Incorporated and GTE South Incorporated, and the exchanges in MSA-1 in Illinois served by Central Telephone Company of Illinois
5. The authorized representative and the person who should be contacted in connection with the general management of the Company (including: a) issues related to processing this application; b) consumer issues; c) customer complaint resolution; d) technical and service quality issues; e) "tariff" and pricing issues; f) 9-1-1 issues; and g) security/law enforcement) is:
- Mr. Mark J. Kraus
Director, Regulatory Matters
Omniplex Communications Group, LLC
707 Spirit 40 Park
Suite 120
Chesterfield, MO 63005
Telephone: (636) 537-6730
Facsimile: (636) 537-6720
Toll-free: (888) 642-4782
6. Type of organization:
Omniplex Communications Group, LLC, a wholly owned by Omniplex Communications Corporation, is a Texas *limited liability company*. Omniplex was formed under the laws of Texas on November 6, 1996.
7. Articles of incorporation and copy of certificate of authority to transact business in Illinois.
See Attachment A.
8. Jurisdictions in which Applicant is offering service(s).
See Attachment B.
9. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

_____ YES (Specify)

___X___ NO

10. Have there been any complaints against the Applicant in any other jurisdiction?

 YES X NO

If YES, describe fully. _____

11. Will the Applicant keep its books and records in Illinois? YES X NO
If NO, permission pursuant to 83 Ill. Adm. Code Part 250 needs to be requested.
See Attachment C.

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service.
See Attachment D.
13. List of officers.
See Attachment E.
14. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services?
YES NO X
If Yes, list entity.
15. How will Applicant bill for its services?
Omniplex will be responsible for the preparation and submission of bills to its customers monthly.
16. How does Applicant propose to handle service, billing and repair complaints?
Omniplex is responsible for resolving service and billing complaints.
Customers can notify Omniplex regarding service problems by calling 1-888-642-4782.
17. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing?
 X YES NO

18. What telephone number would a customer use to contact the company?:
(636) 537-6730 or (888) 642-4782
19. What are the procedures to prevent unauthorized "slamming" of customers?
In order to be switched to Omniplex, an order signed by the customer must be received by Omniplex.
20. If granted authority to operate as a local exchange carrier, will the applicant abide by the following Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770 and 772?
YES X NO
21. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation?
YES X NO

FINANCIAL

22. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.
See Attachment F. Applicant requests that the documents remain under seal as proprietary information for a period of one calendar year.

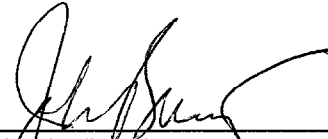
TECHNICAL

23. Does Applicant utilize its own equipment and/or facilities? YES NO X
If NO, which facility provider(s)'s services does Applicant use?
Applicant currently is authorized to resell services of Illinois Bell Telephone, GTE North Incorporated, GTE South Incorporated, and Central Telephone Company of Illinois. Pursuant to the present application, Applicant will obtain unbundled network elements from these ILECs.
24. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).
Omniplex will operate both as a non-dominant interexchange carrier and as a competitive local carrier, and provide local exchange, interexchange and

wireless telecommunications services through resale of services of, or the procurement of unbundled network elements from, the incumbent local exchange carriers.

25. Will technical personnel be available at all times to assist customers with service problems?
Yes.
26. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Findings (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? YES ____ NO ____
Not applicable.

Respectfully submitted,
Omniplex Communications Group, LLC

By: 
John L. Bartlett
Counsel for Omniplex Communications
Wiley Rein & Fielding
1776 K Street, NW
Washington, DC 20006
(202) 719-7070
jbartlett@wrf.com

April 19, 2000

VERIFICATION

OATH

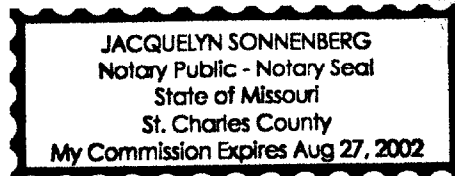
State of Missouri)
) ss
County of St. Louis)

Mark J. Kraus makes oath and says that he is Director of Omniplex_Communications Group, LLC, and that he has examined the foregoing application and that to the best of his knowledge, information and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Mark J. Kraus
(Signature of affiant)

Subscribed and sworn to before me,
a Notary Public in the State and County
above named, this 19 day of April, 2000.

Jacquelyn Sonnenberg
(Signature of person authorized to administer oath)



ATTACHMENT A

OMNIPLEX COMMUNICATIONS GROUP, LLC

- ARTICLES OF INCORPORATION
- CERTIFICATE OF AUTHORITY FOR ILLINOIS

ARTICLES OF ORGANIZATION
OF
USA EXCHANGE, LLC

Secretary of State

NO. 06 1396

Corporations Section

The undersigned for the purpose of organizing a Texas limited liability company adopts the following Articles of Organization pursuant to the Texas Limited Liability Company Act, as amended:

1. The name of the limited liability company is "USA eXchange, LLC"
2. The limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Texas Limited Liability Company Act, as amended.
3. The address of the limited liability company's initial registered office in Texas is Corporation Service Company D/B/A CSC-Lawyers Incorporating Service Company and its initial registered agent at such address is 400 N. St. Paul, Dallas, TX 75201.
4. The management of the limited liability company is vested in one or more managers and not in the members. The initial managers of the limited liability company and their respective addresses are:

<u>Manager</u>	<u>Address</u>
Normand F. Smith, III	63 Atlantic Avenue Boston, MA 02110
S. Michael McKay	722 Willow Spring Hill Court Chesterfield, MO 63017
Michael S. Sawyer	14510 Amstel Court Chesterfield, MO 63017
5. The latest date on which the limited liability company is to dissolve is December 31, 2026.
6. The name and address of the Organizer is Ronald E. Haglof, One Mercantile Center, St. Louis, Missouri 63101.
7. For tax purposes only, the limited liability company is considered a partnership.

In affirmation thereof, the facts stated above are true:


Ronald E. Haglof, Organizer



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF ORGANIZATION OF

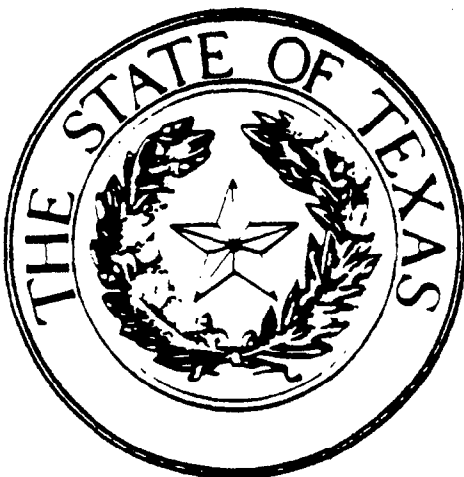
USA EXCHANGE, LLC
FILE NUMBER 7021640-22

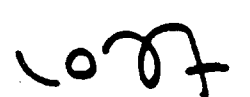
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a company name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: November 6, 1996
Effective: November 6, 1996





Antonio O. Garza, Jr.
Secretary of State

BW

OCT 29 1997


ARTICLES OF AMENDMENT
OF
USA EXCHANGE, LLC

Corporations Section

The undersigned adopts the following Articles of Amendment pursuant to the Texas Limited Liability Company Act, as amended:

1. The name of the limited liability company is "USA eXchange, LLC."
2. Section 1 of the Articles of Organization of the limited liability company is hereby deleted in its entirety and the following is substituted in its place:
 1. The name of the limited liability company is Omniplex Communications Group, LLC."
3. These articles of amendment were approved by the unanimous written consent of the managers and members of the limited liability company dated as of AUGUST 28, 1997 in accordance with ~~Section 1.01 of the Texas Limited Liability Company Act~~ the Texas Limited Liability Company Act, as amended and the articles of organization and regulations of the limited liability company.

In affirmation thereof, the facts stated above are true:


S. Michael McKay, Authorized Manager



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

OMNIPLEX COMMUNICATIONS GROUP, LLC

FORMERLY

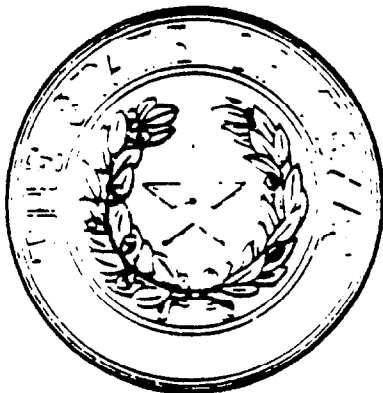
USA EXCHANGE, LLC
CHARTER NUMBER 07921640

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

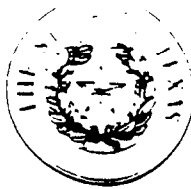
ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED OCT. 29, 1997

EFFECTIVE OCT. 29, 1997




Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

OCT. 24, 1947

SANDRA S. PHOENIX--THOMPSON CUBORN
ONE MERCANTILE CENTER
ST LOUIS MO 63101-1693

RE:
DARTPLEX COMMUNICATIONS GROUP, LLC

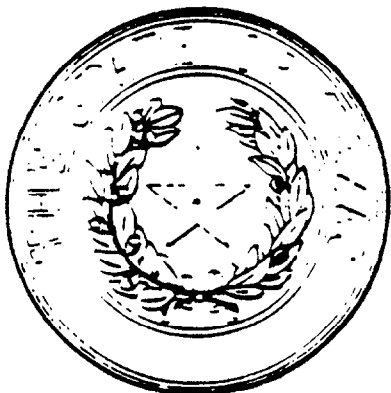
FILING NUMBER 67021640-22

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
ARTICLES OF AGREEMENT.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



1077

Antonio O. Garza, Jr. Secretary of State

Form **LLC-45.5**

January 1995

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756

Payment must be made by certified
check, cashier's check, Illinois attorney's
C.P.A.'s check or money order, payable
to "Secretary of State."

Illinois
Limited Liability Company Act

Application for Admission to Transact Business

Filing Fee \$500

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 3-3-97
Assigned File # 00166712
Filing Fee \$ 500
Penalty \$ -
Approved: [Signature] \$ -

This space for use by
Secretary of State**FILED****MAR 3 1997**

LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE

1. Limited Liability Company name: USA eXchange, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: USA eXchange, L.L.C.
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 43-1762285
4. Jurisdiction of Organization: Texas
5. Date of Organization: 11/6/96
6. Period of Duration: until 12/31/2026
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
- | Number | Street | Suite |
|----------------------|--------------------|---------------|
| <u>400</u> | <u>N. St. Paul</u> | |
| <u>Dallas, Texas</u> | <u>75201</u> | <u>Dallas</u> |
| City/State | Zip Code | County |
8. Registered agent: Illinois Corporation Service Company
- | First Name | Middle Name | Last Name |
|------------|-------------|-----------|
| | | |
- Registered Office: 700 South Second Street
- | Number | Street | Suite # |
|--------|--------|---------|
| | | |
- (P.O. Box or c/o are unacceptable)
- | City | County | Zip Code |
|--------------------|-----------------|--------------|
| <u>Springfield</u> | <u>Illinois</u> | <u>62704</u> |
| | | |
9. The date on which this foreign LLC first did business in Illinois: when filed

ATTACHMENT B

OMNIPLEX COMMUNICATIONS GROUP, LLC

- LIST OF JURISDICTIONS SERVED BY OMNIPLEX

LIST OF JURISDICTIONS IN WHICH OMNIPLEX
COMMUNICATIONS GROUP, LLC, HAS AUTHORITY TO
PROVIDE TELECOMMUNICATIONS SERVICES:

ARKANSAS	LOUISIANA	OREGON
CALIFORNIA	MARYLAND **	PENNSYLVANIA
COLORADO	MASSACHUSETTS	TENNESSEE
CONNECTICUT	MICHIGAN	TEXAS
FLORIDA **	MISSOURI	VIRGINIA **
ILLINOIS	NEW JERSEY **	WISCONSIN
KANSAS	NEW YORK	
KENTUCKY	OHIO	

** IXC only

Applications are pending in Oklahoma and Georgia.

ATTACHMENT C

OMNIPLEX COMMUNICATIONS GROUP, LLC

- REQUEST FOR WAIVER OF PURSUANT TO 83 ILLINOIS
ADMINISTRATIVE CODE PART 250

ATTACHMENT C

REQUEST FOR WAIVER

Omniplex Communications Group, LLC, pursuant to 83 Illinois Administrative Code Part 250, hereby requests a waiver to maintain its books and records in Missouri, at its principal place of business. However, these books and records will be made available to the Illinois Commerce Commission and its staff upon request.

OMNIPLEX COMMUNICATIONS GROUP, LLC

- MANAGERIAL EXPERIENCE
- TECHNICAL EXPERIENCE
- BOARD OF DIRECTORS BIOGRAPHIES

ATTACHMENT D

MANAGERIAL EXPERIENCE OF APPLICANT

The officers of Omniplex Communications Group have experience in managing companies that succeed in providing customers with high-quality and innovative telecommunications services. In 1990, the founders of the Company started Access America Telemanagement (AAT), a company that provided bundled local, long distance, and wireless services on a resale basis. Within five years, AAT grew to \$45 million in revenue and 250 employees. In addition, AAT introduced an innovative proprietary service order and billing system, and developed a unique tariff management-based billing system. Throughout its years of operation, AAT's average client retention rate was 98%. AAT was sold to a subsidiary of General Electric Capital Corporation in February 1997.

TECHNICAL EXPERIENCE

Omniplex's technical qualifications are demonstrated by their prior experience in the telecommunications industry. In particular, the founders of the Company were instrumental in the creation of one of the largest privately held telemanagement companies in the United States, Access America Telemanagement, Inc., a firm twice recognized by INC Magazine as one of the fastest-growing, privately held companies in America.

Further evidence of technical qualifications is the experience of Mr. Michael S. Sawyer, who will serve as Executive Vice President, Chief Operating Officer, and Secretary of the company. Most recently, these individuals were essential in the creation of one of the largest privately held telemanagement companies in the United States. Access America Telemanagement, Inc. (AAT) was twice recognized as one of the fastest growing privately held companies in America by INC. Magazine (1993, 1994), by achieving a compounded annual growth rate of 85% from inception to sale. The company achieved this growth rate based upon the value proposition of providing bundled telecommunications services to small and medium sized businesses. The services included local exchange service, long distance, wireless and a broad range of value added services. These services were included on a single, comprehensive monthly invoice using a proprietary tariff management rating system. The billing and service order processing systems were also developed by the company and were proprietary in nature.

OMNIPLEX COMMUNICATIONS CORPORATION, LLC

Board of Directors Biographies

The founders, S. Michael McKay and Michael S. Sawyer, have 38 years combined experience in the telecommunications industry.

Most recently, these individuals were essential in the creation of one of the largest privately held telemanagement companies in the United States. Access America Telemanagement, Inc. (AAT) was twice recognized as one of the fastest growing privately held companies in America by INC. Magazine (1993, 1994), by achieving a compounded annual growth rate of 85% from inception to sale. The company achieved this growth rate based upon the value proposition of providing bundled telecommunications services to small and medium sized businesses. The services included local exchange service, long distance, wireless and a broad range of value added services. These services were included on a single, comprehensive monthly invoice using a proprietary tariff management rating system. The billing and service order processing systems were also developed by the company and were proprietary in nature.

S. Michael McKay has served as President, Chief Executive Officer and Chairman/Treasurer of the Board of Directors for the since the formation of the Company in November, 1996, and is a founder of the Company. In January 1999, Omniplex Communications Corporation (the Holding Company) was formed and Mr. McKay serves as the President, Chief Executive Office, and Chairman of the Board of Directors. Prior to founding the Company, Mr. McKay was employed as Senior Vice President and Chief Operating Officer for Access America Telemanagement, Inc. (AAT), one of the largest privately held telemanagment companies in the U.S. Mr. McKay was essential in the growth of AAT from 1990 until its sale to a subsidiary of General Electric Capital Corporation in 1996.

Prior to joining Access America Telemanagement, Mr. McKay spent fourteen years with Centel Corporation. Mr. McKay held various sales, sales management and operating management positions while at Centel. During the early 1980s he was general manager for Centel's operations in St. Louis and Kansas City where he started those offices and was responsible for all operational aspects including profitability. In his last position he was Director — National Accounts. In this position Mr. McKay directed the activities of various account teams which provided telecommunications equipment and services to Fortune 500 firms across the United States. His group was responsible for sales in excess of \$20 million annually.

Mr. McKay received a B.S. degree in political science and economics from the University of Central Arkansas in 1977. He received his MBA in finance (with honors)

from Webster University in 1986. Mr. McKay is a Certified Public Accountant in Missouri.

Michael S. Sawyer has served as Senior Vice President of Omniplex Communication Corporation since its formation in January 1999 and is President of its subsidiary Omniplex Communications Group, LLC ("OCG"). He is a member of the Board of Directors of the Company and also a founder of the Company. Prior to founding the Company, Mr. Sawyer was employed as Vice President, Field Operations for AAT. Mr. Sawyer was responsible for the development of the client service programs for AAT from 1991 until its sale.

Prior to joining Access, Mr. Sawyer spent eleven years at Centel Corporation where he held various sales and management positions. In his most recent position prior to leaving Centel, Mr. Sawyer was General Manager — Sales and Operations for the Tulsa region. In that position he was responsible for revenues in excess of \$25 million.

Mr. Sawyer received a B.A. degree in Business Management and his MBA from Webster University.

Messrs. McKay and Sawyer have worked closely together for over fifteen years. At Access America Telemanagement they helped to create the most comprehensive "one-stop" communications service package available. Furthermore, in their efforts to create this bundled package, these executives have developed relationships with key carriers and suppliers which are of strategic importance to the success of the Company. These relationships included RBOCs, IXC's, and wireless carriers, as well as other value added service providers.

Normand F. Smith, III, Esq. has been a Manager of the Company since its inception. Mr. Smith is the Managing Partner of the law firm of Perkins, Smith, and Cohen of Boston, MA. Mr. Smith received his B.A. degree from Hamilton College in 1965, his JD degree from Boston University in 1972, and an LLM in taxation from Boston University in 1981.

Mimi W. Dawson has been a Manager of the Company since July 1997. Ms. Dawson is a Senior Public Policy Consultant with the law firm of Wiley, Rein & Fielding of Washington, D.C. Ms. Dawson received her B.A. degree in government from Washington University in St. Louis, MO. From 1981 through 1987 she was a Commissioner with the FCC and from 1987 - 1989 she served as Deputy Secretary of Transportation. From 1969 - 1981 she was top aide to various members of Congress.

Cary M. Grossman became a board member in September of 1998. Mr. Grossman cofounded McFarland, Grossman & Company, Inc., an investment banking firm, in 1991 and serves as its Chief Executive Officer. He is also a director of Pentacon, Inc., a publicly traded company. From 1977 until 1991, Mr. Grossman was engaged in

the practice of public accounting. Mr. Grossman is a C.P.A. and received a B.B.A. in Accounting from the University of Texas.

Conrad Masterson, Jr. became a board member in September 1998. He is currently a Managing Director of the ROI Group. Prior thereto, he held a number of executive positions in the computer industry, including the Sage Group, a British public company. Mr. Masterson has a Bachelor of Science degree and a Masters degree in business administration from the University of Oklahoma.

MANAGEMENT TEAM

Joseph F. Olson has served as Senior Vice President and Chief Financial Officer for the Company since January 1999. Prior to joining Omniplex, Mr. Olson was Vice President — Finance and CFO of Insituform Mid-America, Inc. Mr. Olson joined Insituform in 1985 and was instrumental in its growth and development. In addition to his duties CFO, Mr. Olson developed methods, policies and procedures that helped Insituform grow into a large international pipeline rehabilitation contractor, and taking Insituform public in 1987. Prior to joining Insituform, Mr. Olson was Director of International Accounting and Finance for Emerson Electric Company where he served from 1980 until 1985. From 1975 to 1980, Mr. Olson held various financial positions with Abbott Laboratories.

Mr. Olson received a B.S. in Accounting and Finance from Northern Illinois University and is a Certified Public Accountant in the state of Illinois.

Richard D. Petty has served as Vice President, Regulatory Affairs of the Company in May 1997. From July 1989 until joining the company, Mr. Petty served as Vice President, Operations and Vice President, Network for ATT. Prior to that he was Vice President, Industry Relations for Centex Telemanagement and Director of Industry Relations at Sprint.

Mr. Petty received a B.S. in Economics from the University of South Florida.

Randall S. Allen served as Director, Information Technology since the formation of the Company until his promotion to Vice President of Information Technology in January 1999. Mr. Allen previously served as an Internet Consultant for the Computer Task Group and as an independent Internet consultant. In the 20 years prior to October 1995, Mr. Allen served in the U.S. Navy Submarine Service; his final tour of duty was a Chief of the Boar USS Phoenix SSN 702.

Mr. Allen received a B.S. in Human Resource Management from the New School University in New York.

Wayne J. Belue served as Director, Finance and Administration for the Company until his promotion to Vice President, Finance and Administration in January

1999. Prior to joining the Company, Mr. Belue served as Manager, Accounting for a subsidiary of Ameritech Publishing, Inc. and Manager, Accounting for AAT.

Mr. Belue received a B.S. in Accounting from the University of Missouri — St. Louis and is a CPA in the state of Missouri.

Carin G. Hicks served as Director, Customer Service for the Company until her promotion to Vice president, Customer Service in January 1999. Prior to joining the Company, she was Manager of Carrier Relations for AAT. Ms. Hicks held various options management positions with MCI.

Ms. Hicks attended St. Louis Community College for various Business Management courses.

ATTACHMENT E

OMNIPLEX COMMUNICATIONS GROUP, LLC

- LIST OF OFFICERS

LIST OF CORPORATE OFFICERS

S. Michael McKay, *President, Chief Executive Officer, and Manager*

Michael S. Sawyer, *Executive Vice President, Chief Operating Officer, and Manager*

Joe Olsen, *Senior Vice President and Chief Financial Officer*

Richard D. Petty, *Vice President, Regulatory*

Randall S. Allen, *Vice President, Information Systems*

Wayne J. Belue, *Vice President, Finance and Administration*

Carin G. Hicks, *Vice President, Customer Service*

Board Managers:

Norman F. Smith, III, *Manager*

Cary Grossman, *Manager*

Mimi W. Dawson, *Manager*

Conrad J. Masterson, *Manager*

ATTACHMENT F

OMNIPLEX COMMUNICATIONS GROUP, LLC

REQUEST FOR CONFIDENTIAL TREATMENT OF FINANCIAL STATEMENTS

Applicant requests that these documents be kept under seal as proprietary information for a period of one calendar year. Please refer to the envelope marked "Confidential" for the contents of this Exhibit.